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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: RUTHERFORD, MULHALL & WARGO, P.A.
075753002301

ACCT#:

CONTACT: KATHLEEN M GOODRICH
PHONE: (407) 241-1600
(407) 241-3815

FAX #:

NAME: M & S TELECOM, INC.

AUDIT NUMBER.....H97000003632

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....3

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ARTICLES OF INCORPORATION
OF

M & S TELECOM, INC.

The undersigned incorporator hereby forms a Corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is M & S TELECOM, INC. The address of the principal office of this Corporation shall be 6244 NW 21st Court, Boca Raton, FL 33496 and the mailing address of the Corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nature.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be:

2600 North Military Trail
Highwoods Square, Fourth Floor
Boca Raton, FL 33431-6348

Prepared By:
SETH I. COHEN, ESQ.
FLORIDA BAR NO. 933597
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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and the name of the initial registered agent of the Corporation at that address is SETH I. COHEN, ESQUIRE.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - DIRECTOR AND OFFICER


The name and address of the initial director and officer of the Corporation who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is STEPHEN WEISS, Director/President/Secretary/Treasurer, who resides at 6244 NW 21st Court, Boca Raton, FL 33496.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

STEPHEN M. WEISS
6244 NW 21st Court
Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 1st day of February, 1997.



STEPHEN M. WEISS, Incorporator

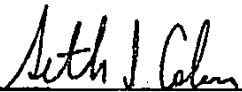
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 620.192, Florida
Statutes, the following is submitted:

SETH I. COHEN, having a business office identical with the
registered office of the Corporation named above, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation, is familiar with and accepts the
obligations of the position Registered Agent under Section 607.0505
of the Florida Statutes.



SETH I. COHEN, Registered Agent

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